

United States Bankruptcy Court Southern District of New York		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>BG New England Power Services, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Sithe New England Sithe New England Power Services, Inc. Exelon New England Power Services, Inc.</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>13-3990476</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>505 Fifth Avenue, 21<sup>st</sup> Floor New York, NY</b> <div style="text-align: right; border: 1px solid black; width: 100px; margin: 0 auto;">10017</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; width: 100px; margin: 0 auto;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: <b>New York County</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; width: 100px; margin: 0 auto;"></div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; width: 100px; margin: 0 auto;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above). <div style="text-align: right; border: 1px solid black; width: 100px; margin: 0 auto;"></div>		
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state the type of entity below.)	<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13             </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding             </div> </div> <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as “incurred by an individual primarily for a personal, family, or household purpose. <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court’s consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court’s consideration. See Official Form 3B.		<b>Chapter 13 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) <b>Check if:</b> <input type="checkbox"/> Debtor’s aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ).  <hr style="border-top: 1px dashed black;"/> <b>Check all applicable boxes</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. a small business debtor as defined in 11 U.S.C. § 1126(b)
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors on a Consolidated Basis with Related Cases</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>		
<b>Estimated Assets on a Consolidated Basis with Related Cases</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 Million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 Billion</div> </div>		
<b>Estimated Liabilities on a Consolidated Basis with Related Cases</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 Million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 Billion</div> </div>		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>BG New England Power Services, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> If more than two, attach additional sheet.			
Location Where Filed: <b>None.</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Addendum Hereto</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petition that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<p style="text-align: center;"><b>Information Regarding the Debtor – Venue</b> (Check any applicable box.)</p> <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)</p> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s):

**BG New England Power Services, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Representative)

X

(Printed Name of Foreign Representative)

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

**Jeff Hunter**  
**Executive Vice President**

Date: August 18, 2010

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Attorney\*

Signature of Attorney for Debtor(s)

**LATHAM & WATKINS LLP****D. J. Baker****Robert J. Rosenberg****Caroline A. Reckler (appearing pro hac vice)****Kimberly A. Posin (appearing pro hac vice)****885 Third Avenue****New York, New York 10022-4834****Telephone: (212) 906-1200****Facsimile: (212) 751-4864**

Date August 18, 2010

## **ADDENDUM TO VOLUNTARY PETITIONS**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). A motion has been filed (or shortly will be filed) with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

- EBG Holdings LLC
- Boston Generating, LLC
- Fore River Development, LLC
- Mystic I, LLC
- Mystic Development, LLC
- BG New England Power Services, Inc.
- BG Boston Services, LLC

**ACTION BY THE SOLE DIRECTOR OF BG NEW ENGLAND POWER SERVICES, INC., A DELAWARE CORPORATION, AUTHORIZING FILING OF A PETITION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Mark R. Sudbey, do hereby certify:

1. That I am the sole director (the “**Director**”) of BG New England Power Services, Inc., a Delaware corporation (the “**Company**”).

2. That the following resolutions (the “**Resolutions**”) were duly adopted in accordance with the requirements of Section 141(f) of the Delaware General Corporation Law, and the same remain in full force and effect, without modifications as of the date hereof:

**WHEREAS**, the Director has reviewed and analyzed materials and advice presented by management and the outside financial and legal advisors of the Company regarding the financial condition, capital structure, liquidity position, business model and projections, and short term and long term prospects of the Company and the sale, restructuring and other strategic alternatives available to it, and the impact of the foregoing on the businesses of the Company;

**WHEREAS**, the Director has determined that it is advisable and in the best interest of the Company and its creditors that a voluntary petition (the “**Chapter 11 Case**”) be filed by the Company to seek relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”); and

**WHEREAS**, on August 7, 2010, the Director approved entry by the Company into that certain Asset Purchase Agreement (the “**Purchase Agreement**”) by and among the Company, Constellation Holdings, Inc., and Constellation Energy Group, Inc., pursuant to which the Company will, subject to approval of the Bankruptcy Court, sell substantially all of their assets to Constellation Holdings, Inc. or such higher or otherwise better bidder through a competitive auction process contemplated by Section 363 of the Bankruptcy Code.

**I. Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code**

**NOW, THEREFORE, BE IT RESOLVED**, that the filing of the Chapter 11 Case by the Company, and the seeking of relief by the Company under the provisions of Chapter 11 of the Bankruptcy Code in the Bankruptcy Court be, and each hereby is, authorized and approved for all purposes and in all respects;

**FURTHER RESOLVED**, that the Authorized Representatives (as defined below) of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute and verify voluntary petitions for relief under the provisions of Chapter 11 of the Bankruptcy Code in the name and on behalf of the Company and to cause the same to be filed with the Bankruptcy Court in such form and at such time as the Authorized Representative executing said petition shall determine;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, in the name and on behalf of the Company, all first day petitions, affidavits, schedules, motions, lists, applications, pleadings and other necessary papers or documents, including any amendments thereto, necessary and proper to obtain initial relief under the provisions of Chapter 11 of the Bankruptcy Code and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers or other professionals approved by the Director;

## **II. Postpetition Use of Cash Collateral**

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to negotiate, document, execute, deliver and otherwise take any and all actions necessary or appropriate for the Company to enter into one or more cash collateral agreements (collectively, the “**Cash Collateral Documents**”) and, if appropriate, such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (collectively, the “**Credit Documents**”), in each case, as may be deemed necessary or appropriate by an Authorized Representative;

**FURTHER RESOLVED**, that each Authorized Representative be, and each of them hereby is, authorized and directed, with full power of delegation, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all Cash Collateral Documents, Credit Documents, petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all actions which the Authorized Representative deems necessary and proper in connection with the Chapter 11 Case or with any cash collateral agreements contemplated hereby;

## **III. Retention of Professionals**

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and

directed to employ the law firm of Latham & Watkins LLP as general bankruptcy counsel to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Latham & Watkins LLP;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the financial services firm of JP Morgan Securities, Inc. ("**JPM**"), as investment banker to the Company in connection with the Chapter 11 Case, and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of JPM;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the financial services firm of Perella Weinberg Partners, LP ("**PWP**"), as financial advisor to the Company in connection with the Chapter 11 Case, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of PWP;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of Brown Rudnick LLP ("**Brown Rudnick**"), as regulatory counsel to the Company in connection with the Chapter 11 Case, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay

appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Brown Rudnick;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of FTI Consulting, Inc. ("**FTI**"), as restructuring consultant to the Company in connection with the Chapter 11 Case, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of FTI;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of Anderson Kill & Olick, P.C. ("**AK**"), as conflicts counsel to the Company in connection with the Chapter 11 Case, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of AK;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the firm of The Garden City Group, Inc. ("**GCG**") as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Case; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of GCG;

**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ any other professionals necessary or advisable to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection



therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary or advisable (together with Latham & Watkins LLP, JPM, PWP, Brown Rudnick, FTI, AK and GCG, the "**Professionals**");

#### IV. **General**

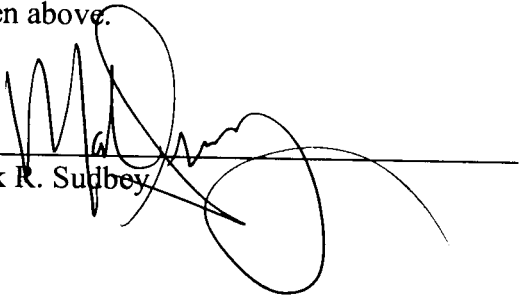
**FURTHER RESOLVED**, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, in all cases consistent with the purpose and intent of the foregoing resolutions, as in their judgment, after seeking advice of legal counsel, shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

**FURTHER RESOLVED**, that all acts, actions and transactions that are consistent with the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, including without limitation all acts lawfully done or actions lawfully taken by any Authorized Representative of the Company or any of the Professionals to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

**FURTHER RESOLVED**, that for purposes of these resolutions, and unless and until otherwise authorized or modified by the sole shareholder of the Company, Boston Generating, LLC, the "Authorized Representatives" of the Company shall be the officers of the Company or such other person or persons as the Director may designate.

*Signature page follows*

The undersigned, being the sole Director of the Company, does hereby consent to the foregoing actions as of the date first written above.

  
Mark R. Sudbey

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

BG New England Power Services, Inc.,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 30 largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the "**Debtors**"). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors and reflects amounts from the Debtors' books and records as of August 18, 2010.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
1	Credit Suisse, Cayman Islands Branch  Administrative Agent for the Lenders  11 Madison Avenue New York, NY 10010	Helen Fung Deal Administrator, Agency Loan Operations 7033 Louis Stephens Drive Morrisville, NC 27560  Tel: (919) 994-1045 Fax: (212) 322-2291  Also notify: Michael S. Benn Scott K. Charles Wachtell, Lipton, Rosen & Katz 51 West 52 <sup>nd</sup> Street New York, NY 10019  Tel: (212) 403-1000 Fax: (212) 403-2000	Unsecured Term Loan Debt		\$426,999,996.45 (as of August 18, 2010)
2	Distrigas of Massachusetts LLC  Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038	Harold Olsen Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038  Tel: (212) 806-5627 Fax: (212) 806-2627	Trade Debt		\$50,655,331.63
3	Credit Suisse Energy LLC  Eleven Madison Avenue, 10th Floor New York, New York 10010	Attn: Benjamin Son Credit Suisse Recovery Management Eleven Madison Avenue, 10th Floor New York, New York 10010  Tel: 212-538-8028 Fax: 212-322-2390 benjamin.son@credit- suisse.com	Trade Debt		\$36,905,023.00

No.	Name of Creditor and Complete Mailing Address, including Zip	Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff	Amount of Claim
4	Sempra Tolling  Sempra Energy Trading LLC 58 Commerce Road Stamford, CT 06902	Attn: Charles Parker / Robert Hyland Sempra Energy Trading LLC 58 Commerce Road Stamford, CT 06902 Tel: 203-355-5625 / 203 355-5419 Fax: 203-355-6447	Trade Debt		\$9,374,733.22
5	Mitsubishi Power Systems Inc.  2287 Premier Row Orlando, FL 32809	Koji Hasegawa, President 2287 Premier Row Orlando, FL 32809  Fax: (407) 688-6990  Peggy Fero 1000 Colonial Center Parkway Lake Mary, FL 32746  Tel: (609) 716-4162 Fax: (407) 688-6481	Trade Debt		\$4,176,788.47
6	Spectra Energy  5400 Westheimer Court Houston, TX 77056-5310	Attn: Gregory L. Ebel, President 5400 Westheimer Court Houston, TX 77056-5310  Tel: (713) 627-5400 Fax: (713) 627-4654	Trade Debt		\$1,159,803.16
7	NSTAR  P O Box 4508 Woburn, MA 01888-4508	Tom May, President One NSTAR Way Westwood, MA 02090  Tel: (781) 441-8425 Fax: (781) 441-8495	Trade Debt		\$1,003,741.42
8	Pension Benefit Guaranty Corporation  1200 K Street, N.W. Suite 340 Washington, DC 20005	Israel Goldowitz, Chief Counsel 1200 K Street, N.W. Suite 340 Washington, DC 20005  Tel: (202) 326-4020 Fax: (202) 326-4112	Pension	CUD	\$987,383.00

No.	Name of Creditor and Complete Mailing Address, including Zip	Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff	Amount of Claim
9	City of Everett  484 Broadway Everett, MA 02149	Michael Matarazzo, City Clerk 484 Broadway Everett, MA 02149  Tel: (617) 389-2100	Trade Debt		\$373,386.82
10	National Grid  40 Sylvan Road Waltham, MA 02451	Attn: Sir John Parker, Chairman 40 Sylvan Road Waltham, MA 02451  Tel: (781) 907-1000 Tel: (516) 545-4939 Fax: (516) 545-3250	Trade Debt		\$320,889.51
11	Exxon Mobile  5959 Las Colinas Boulevard Irving, Texas 75039-2298	Attn: Rex W. Tillerson, Chairman 5959 Las Colinas Boulevard Irving, Texas 75039-2298  Tel: (972) 444-1000 Fax: (972) 444-1350	Trade Debt		\$235,185.77
12	Borden & Remington Corporation  P O Box 2573 63 Water Street Fall River, MA 02722-2573	Robert Bogan, President 63 Water Street Fall River, MA 02721  Tel: (800) 543-5393 Fax: (508) 672-5670	Trade Debt		\$209,907.87
13	O'Connor Corp  45 Industrial Drive Canton, MA 02021	Thomas H. O'Connor, Jr., President 45 Industrial Drive Canton, MA 02021  Tel: (617) 364-9000 Fax: (781) 828-8248	Trade Debt		\$89,492.21
14	Integrated IT Solutions  P O Box 595 Scituate, MA 02066	Attn: President or General Counsel 159 Overland Road Waltham, MA 02451-1729  Tel: (781) 545-5100 Fax: (781) 255-1331	Trade Debt		\$85,136.39

No.	Name of Creditor and Complete Mailing Address, including Zip	Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff	Amount of Claim
15	Dechert LLP  1095 Avenue of the America New York, NY 10036	Alan Brilliant 1095 Avenue of the Americas New York, NY 10036  Tel: (212) 698-3600 Fax: (212) 698-3599	Services		\$85,000.00
16	City of Quincy  1305 Hancock Street Quincy, MA 02169	City Clerk 1305 Hancock Street Quincy, MA 02169  Tel: (617) 376-1130 Fax: (617) 376-1139	Trade Debt		\$84,809.60
17	Andrews International  3636 Solutions Center Chicago, IL 60677-3006	Jim Wood, President 27959 Smyth Drive Valencia, CA 91355  Tel: (661) 775-8400 Fax: (661) 775-8794	Trade Debt		\$71,662.75
18	New England Controls, Inc.  9 Oxford Road Mansfield, MA 02048	Tom Ramundo, President 9 Oxford Rd. Mansfield, MA 02048  Tel: (508) 851-2411 Fax: (508) 339-9144	Trade Debt		\$51,760.75
19	Clean Harbors  P O Box 3442 Boston, MA 02241-3442	Alan S. McKim, President 42 Longwater Dr P.O. Box 9149 Norwell, MA 02061-9149  Tel: (781) 792-5000 Fax: (781) 792-5900	Trade Debt		\$50,816.51

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
20	Control Components, Inc.  Dept 2544 Los Angeles, CA 90084-2544	Attn: President or General Counsel 22591 Avenida Empresa Rancho Santa Margarita, CA 92688  Tel: (949) 858-1877 Fax: (949) 858-1878	Trade Debt		\$45,050.91
21	Chalmers & Kubeck North Air Industrial Park 24-34 Elise St. Westfield, MA 01085	Scott McCoy, President Air Industrial Park 24-34 Elise St. Westfield, MA 01085  Tel: (413) 568-2461 Fax: (413) 568-6588	Services		\$41,339.62
22	Atlantic Contracting & Special  P O Box 64191 Baltimore, MD 21264-4191	Paul Camara, President 25 Kenwood Circle Suite H Franklin, MA 02038  Tel: (781) 461-9545 Tel: (508) 530-9020 Fax: (508) 530-9039	Trade Debt		\$35,297.12
23	Standard & Poors  55 Water Street New York, NY 10041	Attn: President or General Counsel 55 Water Street New York, NY 10041 Tel: (212) 438-1000 Fax: (212) 438-2000	Trade Debt		\$32,000.00
24	Mechanical Dynamics & Analysis  19 British American Blvd. Latham, NY 12110	Attn: President or General Counsel 19 British American Blvd. Latham, NY 12110  Tel: (518) 399-3616 Fax: (518) 399-3929	Trade Debt		\$28,560.13



No.	Name of Creditor and Complete Mailing Address, including Zip	Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff	Amount of Claim
25	Adams Valves, Inc.  12303 Cutten Road Houston, TX 77066	Attn: President or General Counsel 12303 Cutten Road Houston, TX 77066  Tel: (281) 453-3750 Fax: (281) 453-3749	Trade Debt		\$28,047.00
26	Stallion Companies LLC  110 Daniel Webster Highway Nashua, NH 03060	Michael E. Berlan, President 110 Daniel Webster Highway Nashua, NH 03060  Tel: (617) 459-8730 Fax: (866) 294-0120	Trade Debt		\$25,000.00
27	Mitchell Services, Inc.  8335 Monticello Road Shawnee, KS 66227	Attn: President or General Counsel 8335 Monticello Road Shawnee, KS 66227  Tel: (913) 422-5225 Fax: (913) 422-5199	Trade Debt		\$23,000.00
28	Capco Crane & Hoist, Inc.  58 Forest Ridge Drive Rowley, MA 01969	Attn: President or General Counsel 58 Forest Ridge Drive Rowley, MA 01969  Tel: (800) 422-7261 Fax: (913) 422-5199	Trade Debt		\$22,290.00
29	Keystone Engineering Corp.  62 Forest Ridge Drive Rowley, MA 01969	Attn: President or General Counsel 62 Forest Ridge Drive Rowley, MA 01969  Tel: (978) 948-3865 Fax: (978) 948-3875	Trade Debt		\$21,423.88

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
30	HF Controls LP  1624 W. Crosby Road Suite 124 Carrollton, TX 75006	Attn: President or General Counsel 1624 W. Crosby Road Suite 124 Carrollton, TX 75006  Tel: (469) 568-6500 Fax: (469) 568-6599	Trade Debt		\$21,000.00

**DECLARATION CONCERNING CONSOLIDATED  
LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the **CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS** and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: August 18, 2010  
New York, New York

/s/ Jeff Hunter  
Jeff Hunter  
Executive Vice President

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

BG New England Power Services, Inc.,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**LIST OF CREDITORS<sup>1</sup>**

Contemporaneously herewith, the above-referenced Debtor and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to Sections 105(a), 342(a) and 521(a)(1) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f) and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed noticing and claims agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be filed subsequently should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of these cases.

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<sup>1</sup> The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

BG New England Power Services, Inc.,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Rules 1007(a)(1) and 1007(a)(3) of the Federal Rules of Bankruptcy Procedures, the above-referenced Debtor submits the List of Equity Security Holders set forth below:

<u>Shareholder</u>	<u>Percent Ownership</u>
Boston Generating, LLC The Schrafft Center 529 Main Street, Suite 605 Charlestown, MA 02129	100%

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the "List of Equity Security Holders" and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: August 18, 2010  
New York, New York

/s/ Jeff Hunter  
Jeff Hunter  
Executive Vice President

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

BG New England Power Services, Inc.,

Debtor.

Case No. 10-\_\_\_\_ (\_\_\_\_)

Chapter 11

Joint Administration Requested

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

<u>Debtor Equityholder</u>	<u>Percent Ownership</u>
<b>Boston Generating, LLC The Schrafft Center 529 Main Street, Suite 605 Charlestown, MA 02129</b>	<b>100% Direct Ownership of the Debtor</b>
<b>EBG Holdings LLC 505 Fifth Avenue, 21<sup>st</sup> Floor New York, NY 10017</b>	<b>100% Ownership of Boston Generating, LLC</b>
<u>Non-Debtor Equityholder</u>	<u>Percent Ownership</u>
<b>US Power Generating Company 505 Fifth Avenue, 21<sup>st</sup> Floor New York, NY 10017</b>	<b>100% Ownership of EBG Holdings LLC</b>
<b>New Astoria Generating Company Holdings, L.L.C. c/o US Power Generating Company 505 Fifth Avenue, 21<sup>st</sup> Floor New York, NY 10017</b>	<b>Approximately 46% Ownership of US Power Generating Company</b>
<b>Avenue Investments, L.P.</b>	<b>Approximately 15% Ownership of US Power Generating Company</b>
<b>Madison Dearborn Capital Partners IV, L.P.</b>	<b>Approximately 90% Ownership of New Astoria Generating Company Holdings, L.L.C.</b>

The Debtor does not directly or indirectly own 10% or more of any class of equity interests in any corporation whose securities are publicly traded. The Debtor does not own any interest in any general or limited partnership or joint venture.

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the "Corporate Ownership Statement" and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: August 18, 2010  
New York, New York

/s/ Jeff Hunter  
Jeff Hunter  
Executive Vice President